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PROVIDENCE, RHODE ISLAND 02903

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277-9600

RECORDATION NO.

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JAN 26 1984 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

January 20, 1984

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1/26/84
10.00
ICC Washington, D. C.

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NOEL M. FIELD
THOMAS J. HOGAN
RETIRED

Office of the Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Secretary:

I am enclosing one original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

The document is an Amendment to the Assignment of Bareboat Charter Agreement and Charter Hire between American Line, Inc. and Fleet National Bank, with consent of American Cruise Line, Inc., a secondary document dated January 20, 1984.

The primary document to which this is connected is recorded under Recordation No. W-27A.

The names and addresses of the parties to the document are as follows:

Assignee:

Fleet National Bank
111 Westminster Street
Providence, RI 02903

Assignor:

American Line, Inc.
One Marine Park
Haddam, CT 06438

Charterer:

American Cruise Lines, Inc.
One Marine Park
Haddam, CT 06438

A description of the document and vessel covered by the document is as follows:

HINCKLEY & ALLEN


Office of the Secretary
January 20, 1984
Page Two

Assignment of Bareboat Charter Agreement and Charter Hire covering the vessel "Savannah" (designated as Hull #32) together with all rights to payments thereunder, including without limitation the charter hire.

A fee of \$10.00 is enclosed. Please return the original document to me as follows:

Mark Barrett Heffner, Esq.
2200 Fleet National Bank Building
Providence, RI 02903

Very truly yours,



Mark Barrett Heffner
Attorney for Fleet National Bank

MBH:lm
enclosures

JAN 26 1984 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT

THIS AMENDMENT made the *20th* day of January, 1984, by and between AMERICAN LINE, INC., a Delaware corporation having a principal place of business at One Marine Park, Haddam, Connecticut ("Assignor") and FLEET NATIONAL BANK, a national banking association having a principal place of business at 111 Westminster Street, Providence, Rhode Island ("Assignee").

W I T N E S S E T H

WHEREAS, on September 9, 1983 the Assignor and the Assignee executed an Assignment of Bareboat Charter of Vessel and Charter Hire ("Assignment") relating to the Charter of the Vessel, "Savannah"; and

WHEREAS, contemporaneously herewith the Assignor and the Assignee have amended the credit transaction to which the Assignment originally related; and

WHEREAS, the Assignor and the Assignee deem it prudent to amend the Assignment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein, and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor and the Assignee agree as follows:

1. The Assignment is amended in the following respects:
 - a. Each reference in the Assignment to the "Loan" shall be deemed to refer to the Loan Agreement dated September 9, 1983

between the Assignor and the Assignee, as amended by Amendment of even date herewith and the accompanying Promissory Note of even date herewith in the original principal amount of Four Million Dollars.

b. Paragraph 2 of the Assignment is deleted in its entirety, and the following is substituted therefor:

"2. This Assignment is made as additional security for the payment of all obligations and liabilities, whether presently existing or hereafter arising, from Assignor to Assignee, including without limitation the Loan and the Revolving Credit Agreement and accompanying Credit Note, both of even date herewith, and all Letters of Credit, as defined in and issued pursuant to, the aforesaid Revolving Credit Agreement."

c. Each reference in the Assignment to "Charter" shall be deemed to refer to the Bareboat Charter of Vessel dated September 9, 1983 between the Assignor, as Owner, and AMERICAN CRUISE LINES, INC., as Charterer, as amended by Amendment of even date herewith.

d. Each reference in the Assignment to "Loan Agreement" shall be deemed to refer to the Loan Agreement as amended by Amendment of even date herewith.

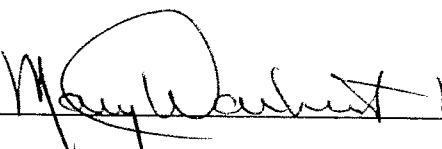
e. Each reference in the Assignment to "Note" shall be deemed to refer to the Promissory Note of even date herewith in the amount of \$4,000,000, which note was issued in substitution for the Note as defined in the original Assignment.

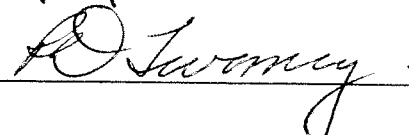
2. Except as expressly amended hereby, the Assignment is ratified and affirmed.

AMERICAN LINE, INC.

By _____
President

FLEET NATIONAL BANK


By _____
AUP

By _____
SVP

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Providence on the 20th day of January, 1984, before me personally appeared the above named Charles A. Robertson, President of American Line, Inc., to me known and known by me to be the party executing the foregoing instrument on behalf of said corporation and acknowledged said instrument so executed to be his free act and deed in said capacity and the free act and deed of said corporation.

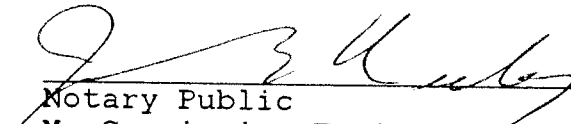
_____
Notary Public
My Commission Expires June 30, 1986

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Providence on the *20th* day of January, 1984, before me personally appeared the above named Mary J. Warhurst and *Robert D.*

Tuomey, Assistant Vice President and *A. Vice President*, respectively of Fleet National Bank, to me known and known by me to be the parties executing the foregoing instrument on behalf of Fleet National Bank and acknowledged said instrument so executed to be their free act and deed in said capacities and the free act and deed of said Fleet National Bank.


Notary Public
My Commission Expires June 30, 1986

The undersigned AMERICAN CRUISE LINES, INC., consents and agrees with the execution and delivery of the foregoing Amendment.

AMERICAN CRUISE LINES, INC.

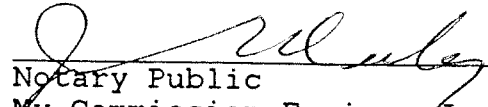
By 
President

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Providence on the *20th* day of January, 1984, before me personally appeared the above named Charles A. Robertson, President of AMERICAN CRUISE LINES, INC., to me known and known by me to be the party executing the foregoing instrument on behalf of

said corporation and acknowledged said instrument so executed to be his free act and deed in said capacity and the free act and deed of said corporation.


Notary Public
My Commission Expires June 30, 1986